

LOG000044287

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(Business Entity Name)

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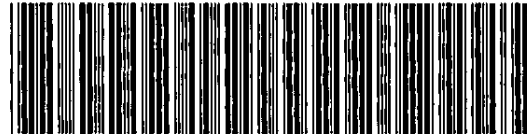
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12 SEP 11 AM 10:31
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

COVER LETTER

TO: Registration Section
Division of Corporations

SUBJECT: JACK IN THE BOX PROPERTIES, LLC
Name of Surviving Party

The enclosed Certificate of Merger and fee(s) are submitted for filing.

Please return all correspondence concerning this matter to:

RICK W. SADORF

Contact Person

WILKINSON & SADORF, P.A.

Firm/Company

1744 N. BELCHER ROAD, SUITE 150

Address

CLEARWATER, FL 33765

City, State and Zip Code

rsadorf@wspalaw.com

E-mail address: (to be used for future annual report notification)

For further information concerning this matter, please call:

RICK W. SADORF

Name of Contact Person

at (727)

726-1514

Area Code and Daytime Telephone Number



Certified copy (optional) \$30.00

STREET ADDRESS:

Registration Section
Division of Corporations
Clifton Building
2661 Executive Center Circle
Tallahassee, FL 32301

MAILING ADDRESS:

Registration Section
Division of Corporations
P. O. Box 6327
Tallahassee, FL 32314

ARTICLES AND CERTIFICATE OF MERGER

FILED

12 SEP 11 AM 10:31

The following Articles and Certificate of Merger are being submitted in accordance with Section 608.438, Florida Statutes.

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

FIRST: The exact name, street address of its principal office, jurisdiction, and entity type for each merging party are as follows:

<u>Name and Street Address</u>	<u>Jurisdiction</u>	<u>Entity Type</u>
SEMORAN PROPERTIES JITB, LLC f/k/a Semoran Properties, LLC 622 Twilight Lane Sonora, CA 95370 Florida Document/Registration No.: L06000045388	Florida	Limited Liability Company FEI No. 41-2206475

SECOND: The exact name, street address of its principal office, jurisdiction, and entity type of the surviving party are as follows:

<u>Name and Street Address</u>	<u>Jurisdiction</u>	<u>Entity Type</u>
JACK IN THE BOX PROPERTIES, LLC 3639 Cortez Rd. W, Suite 250 Bradenton, FL 34210 Florida Document/Registration No. L06000044287	Florida	Limited Liability Company FEI No. 74-3176830

THIRD: The attached Plan of Merger meets the requirements of Section 608.438, Florida Statutes, and was approved by both the domestic limited liability companies that are parties to the merger in accordance with Chapter 608, Florida Statutes.

FOURTH: The effective date of the Merger shall be upon filing.

FIFTH: The merger is permitted under the laws of Florida and is not prohibited by the Operating Agreement (Regulations) or Articles of Organization of either limited liability company that is a party to the merger.

SIXTH: The merger shall become effective as of the date of filing.

SEVENTH: These Articles and Certificate of Merger comply and were executed in accordance with the laws of the State of Florida.

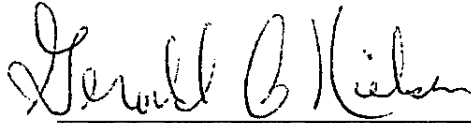
EIGHTH: signature(s) for each party.

Name of Entity

Signature(s)

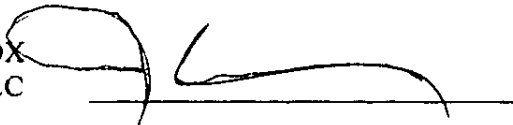
Typed or Printed Name of
Individual

SEMORAN
PROPERTIES, LLC



Gerald C. Nielsen
Manager/Member

JACK IN THE BOX
PROPERTIES, LLC



By: Jerry Cambra, as General
Partner of Sonora Properties,
GP, a California general
partnership, the Manager and a
Member of Jack In The Box
Properties, LLC

EXHIBIT "A"

FILED

**PLAN OF MERGER
OF
SEMORAN PROPERTIES, LLC
INTO
JACK IN THE BOX PROPERTIES, LLC**

12 SEP 11 AM 10:32

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The following Plan of Merger was adopted and approved by each party to the merger in accordance with the applicable provisions of Chapter 608 of the Florida Statutes.

1. **Merging Parties; Merger.** SEMORAN PROPERTIES, LLC, an administratively dissolved Florida limited liability company (**Document #L06000045388**), hereinafter referred to as the "Merging Entity", shall be merged (the "Merger") into **JACK IN THE BOX PROPERTIES, LLC**, a Florida limited liability company, hereinafter referred to as the "Surviving Entity", pursuant to the terms of the Agreement and Plan of Reorganization dated as of August 20, 2012 (the "Reorganization Agreement"), by and among the Merging Entity and Surviving Entity.

2. **Surviving Entity.** The name of the surviving entity shall be **JACK IN THE BOX PROPERTIES, LLC**, a Florida limited liability company.

3. **Effective Time.** The Merger shall become effective at the later of 12:01 A.M. Eastern Time on September 1, 2012, or the date of filing with the Florida Department of State Division of Corporations (the "Effective Time").

4. **Summary of Exchange Interests.** At the Effective Time, the outstanding ownership interests of the two Parties shall convert or be exchanged as follows:

	Prior Ownership Of Surviving Entity	New Ownership of Surviving Entity ("Exchange Interest")
Jack In The Box Properties, LLC	100%	91.2%
Semoran Properties, LLC	0%	8.8%

5. **Surviving Entity Member's Exchange Interest.** At the Effective Time, the outstanding ownership interest of the Surviving Entity, evidenced by Certificates of Ownership Interest ("Certificates"), will be converted or altered as follows:

(a) By virtue of the Merger and without any further action on the part of the Surviving Entity or its Members, the Members existing 100% Ownership Interests shall be exchanged for and converted to a 91.2% Ownership Interest in the Surviving Entity (the "Surviving Entity Members Exchange Interest").

Plan Of Merger Of
Semoran Properties, LLC
Into Jack In The Box Properties, LLC

(b) After the Effective Time and until surrendered, each outstanding Certificate of Ownership Interest which prior to the Effective Time represented one or more percentage of Ownership Interest of the Surviving Entity ("Old Certificate") shall be deemed for all purposes to represent only the right to receive the portion of the Surviving Entity Member Exchange Interest ("New Certificate") attributable to such Old Certificate. After the Effective Time, the Members of the Surviving Entity shall be entitled to vote at any meeting of the Surviving Entity's Members the number of votes attributable to his/her/its Surviving Entity Member Exchange Interest into which his/her/its Ownership Interest are converted to the extent permitted by law, regardless of whether the Members have exchanged their Old Certificates for the New Certificates representing the Exchange Interest.

(c) Upon surrender of the Old Certificates, duly endorsed in blank, which immediately prior to the Effective Time represented their prior ownership interest of JACK IN THE BOX PROPERTIES, LLC, the Secretary shall promptly cause the New Certificates to be issued to the persons entitled thereto. Any Old Certificate that has been lost or destroyed shall be deemed to be surrendered upon receipt by the Surviving Entity of evidence of ownership of the Certificates of Ownership Interest represented thereby and of indemnity in each case reasonably satisfactory to the Surviving Entity.

6. **Merging Entity Members Exchange Interest.** At the Effective Time, the outstanding ownership interest, evidenced by Certificates of Ownership Interest ("Certificates"), of the Merging Entity will be converted and exchanged as follows:

(a) By virtue of the Merger and without any action on the part of the Merging Entity or its Members, 100% of the Members' Ownership Interest of the Merging Entity shall be converted into and shall represent the right to receive, upon surrender of the Certificates, an 8.8% Voting Membership Interest in the Surviving Entity (the "Merging Entity Members Exchange Interest").

(b) From and after the Effective Time, the separate existence of the Merging Entity shall cease, and the Surviving Entity shall thereupon and thereafter, to the extent consistent with its Articles of Organization possess all the rights, privileges, immunities, and franchises, of a public as well as of a private nature of the Surviving Entity; and all property, real, personal and mixed, and all debts due on whatever account, and all other choses in action, and all and every other interest, of or belonging to or due to the Merging Entity shall be taken and deemed to be transferred to and vested in the Surviving Entity without further act or deed; and the title to any real estate or any interest therein vested in the Surviving Entity shall not revert or be in any way impaired by reason of the Merger.

(c) After the Effective Time and until surrendered, each outstanding Certificate of Ownership Interest which prior to the Effective Time represented one or more percentage of Ownership Interest of the Merging Entity ("Old Certificate") shall be deemed for all purposes to represent only the right to receive the portion of the Exchange Interest attributable to such Certificate of Ownership Interest. After the Effective Time, the Members of the Merging Entity shall be entitled to vote at any meeting of the

Plan Of Merger Of
Semoran Properties, LLC
Into Jack In The Box Properties, LLC

Surviving Entity's Members the number of votes attributable to his/her/its Exchange Interest into which his/her/its Ownership Interest are converted to the extent permitted by law, regardless of whether the Members have exchanged their Certificates of Ownership Interest for Certificates of Ownership Interest representing the Exchange Interest. Whenever a distribution is declared by the Surviving Entity on the Exchange Interests at or after the Effective Time, the declaration shall include distributions on all Exchange Interests issuable pursuant to this Agreement, but no such distribution shall be made until such Exchange Interest has been issued in exchange for the Surrendered Interest. No interest will be paid or accrued with respect to any such distribution or otherwise with respect to the Exchange Interest. Any certificate for the Surrendered Interest that has been lost or destroyed shall be deemed to be surrendered upon receipt by the Surviving Entity of evidence of ownership of the Certificates of Ownership Interest represented thereby and of indemnity in each case reasonably satisfactory to the Surviving Entity.

(d) Upon surrender of the Old Certificates, duly endorsed in blank, which immediately prior to the Effective Time represented their prior ownership interest of SEMORAN PROPERTIES, LLC, the Secretary of JACK IN THE BOX PROPERTIES, LLC shall promptly cause the New Certificates to be issued to the persons entitled thereto. Any Old Certificate that has been lost or destroyed shall be deemed to be surrendered upon receipt by the Surviving Entity of evidence of ownership of the Certificates of Ownership Interest represented thereby and of indemnity in each case reasonably satisfactory to the Surviving Entity.

7. **No Third Party Rights.** As of the Effective Time, there are no outstanding rights to acquire interests, certificates of ownership interest, shares, obligations, or other securities of the Merging Entity.

8. **Articles of Organization.** The Articles of Organization of the Surviving Entity shall not be amended as a result of the Merger. The Articles of Organization of the Surviving Entity, as constituted immediately prior to the Effective Time, shall continue as the Articles of Organization of the Surviving Entity after the Effective Time until amended pursuant to applicable law.

9. **Approval of Plan.** The Plan of Merger was approved and adopted by the Manager and Members of the Merging Entity on August 20, 2012, in accordance with the applicable provisions of Chapter 608 of the Florida Statutes, and was approved and adopted by the Manager and Members of the Surviving Entity on August 20, 2012 in accordance with the applicable provisions of the Chapter 608 of the Florida Statutes.

10. **New Manager.** The name and address of the Manager of the Surviving Entity, JACK IN THE BOX PROPERTIES, LLC, is:

SONORA PROPERTIES, LP
3639 Cortez Road West, Suite 250
Bradenton, FL 34210

Plan Of Merger Of
Semoran Properties, LLC
Into Jack In The Box Properties, LLC

11. **Termination.** The Merger may be terminated at any time prior to the Effective Time by the Merging Entity or the Surviving Entity.

Name of Entity

Signature(s)

Typed or Printed Name of
Individual

SEMORAN
PROPERTIES, LLC



Gerald C. Nielsen
Manager/Member

JACK IN THE BOX
PROPERTIES, LLC



By: Jerry Cambra, as General
Partner of Sonora Properties, GP,
a California general partnership,
the Manager and a Member of
Jack In The Box Properties, LLC